

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

NOKIA CORPORATION and
NOKIA, INC.,

Plaintiffs,

V.

INTERDIGITAL COMMUNICATIONS
CORPORATION and INTERDIGITAL
TECHNOLOGY CORPORATION,

Defendants.

C. A. No. 05-16-JJF

JURY TRIAL DEMANDED

PUBLIC VERSION

DECLARATION OF RICHARD S. ZEMBEK

POTTER ANDERSON & CORROON LLP

Richard L. Horwitz (#2246)

David E. Moore (#3983)

Hercules Plaza, 6th Floor

1313 N. Market Street

Wilmington, Delaware 19801

Tel: (302) 984-6000

rhorwitz@potteranderson.com

dmoore@potteranderson.com

OF COUNSEL:

D. Dudley Oldham

Linda L. Addison

Richard S. Zembek

Fulbright & Jaworski L.L.P.

1301 McKinney, Suite 5100

Houston, Texas 77010-3095

Tel: (713) 651-5151

Attorneys for Defendants,

InterDigital Communications Corporation and

InterDigital Technology Corporation

Dan D. Davison

Fulbright & Jaworski L.L.P.

2200 Ross Avenue, Suite 2800

Dallas, Texas 75201-2784

Tel: (214) 855-8000

Dated: February 21, 2007

Public Version Dated: March 1, 2007

780497 / 28840

In accordance with 28 U.S.C. § 1746, I, Richard S. Zembek, declare as follows:

1. My name is Richard S. Zembek. I am over eighteen years of age, have never been convicted of a felony or crime of moral turpitude, and am fully competent to make this declaration.
2. I am co-counsel of record for Defendants InterDigital Communications Corporation and InterDigital Technology Corporation in the above-captioned case. I am able to state the following facts based upon personal knowledge, and the following facts stated herein are, in all things, true and correct.
3. Attached as Exhibit "A" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of Plaintiffs' Statement Pursuant to First Discovery Order (without attachments).
4. Attached as Exhibit "B" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of excerpts from the transcript of the November 2, 2006 hearing held in this case.
5. Attached as Exhibit "C" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of Defendants' First Set of Interrogatories to Plaintiffs.
6. Attached as Exhibit "D" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of Plaintiffs' Statement Pursuant to Second Discovery Order (without attachments).
7. Attached as Exhibit "E" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is [REDACTED]
[REDACTED]
8. Attached as Exhibit "F" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of a printout of <http://www.3gpp.org/about/about.htm>.

9. Attached as Exhibit "G" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of a printout of <http://www.3gpp.org/legal/legal.htm>.
10. Attached as Exhibit "H" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is [REDACTED]
11. Attached as Exhibit "I" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is [REDACTED]
12. Attached as Exhibit "J" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of a printout of results of a search run on the ETSI IPR database based on the "selected by" criteria set forth on page 1 of the printout.
13. Attached as Exhibit "K" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of a printout of results of a search run on the ETSI IPR database based on the "selected by" criteria set forth on page 1 of the printout.
14. Attached as Exhibit "L" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of Ulla James' "Nokia IPR Landscape" (Nokia Technology Media Briefing / October 3-4, 2006).
15. Attached as Exhibit "M" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of David J. Goodman and Robert A. Myers' "3G Cellular Standards and Patents" (IEEE WirelessCom) (June 13, 2005).

16. Attached as Exhibit "N" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of Qualcomm's "London Investor Day" (November 13, 2006).
17. Attached as Exhibit "O" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is [REDACTED]
18. Attached as Exhibit "P" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is [REDACTED]
19. Attached as Exhibit "Q" to the Opening Brief in Support of Defendants' Motion to Dismiss First Amended Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1), 12(b)(6), and 12(h)(3) is a true and correct copy of InterDigital Technology Corporation's ETSI "IPR Information Statement and Licensing Declaration."
20. Attached as Exhibits "R", "S" and "T" are unreported cases cited in the accompanying brief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 21, 2007.

/s/ Richard Zembek
Richard Zembek

Public Version Dated: March 1, 2007
780497 / 28840

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I, David E. Moore, hereby certify that on March 1, 2007, the attached document was hand delivered to the following person(s) and was electronically filed with the Clerk of the Court using CM/ECF which will send notification to the registered attorney(s) of record that the document has been filed and is available for viewing and downloading:

Jack B. Blumenfeld
Julia Heaney
Morris, Nichols, Arsht & Tunnell LLP
1201 N. Market Street
P. O. Box 1347
Wilmington, DE 19899-1347

I hereby certify that on March 1, 2007, I have Electronically Mailed the documents to the following:

Peter Kontio
Patrick J. Flinn
Gardner S. Culpepper
Keith E. Broyles
Randall L. Allen
Lance Lawson
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, GA 30309-3424
pkontio@alston.com
pflinn@alston.com
gculpepper@alston.com
keith.broyles@alston.com
rallen@alston.com
llawson@alston.com

A. William Urquhart
Marshall M. Searcy
Quinn Emanuel Urquhart Oliver & Hedges, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017
billurquhart@quinnemanuel.com
marshallsearcy@quinnemanuel.com

By: /s/ David E. Moore
Richard L. Horwitz
David E. Moore
Hercules Plaza, 6th Floor
1313 N. Market Street
Wilmington, Delaware 19899-0951
(302) 984-6000
rhorwitz@potteranderson.com
dmoore@potteranderson.com